

# CRAVATH, SWAINE & MOORE

ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
BENJAMIN F. CRANE  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A.O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
HERBERT L. CAMP  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS

MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER  
EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER  
DANIEL P. CUNNINGHAM  
KRIS F. HEINZELMAN  
B. ROBBINS KIESSLING  
ROGER D. TURNER  
PHILIP A. GELSTON  
RORY O. MILLSON  
NEIL P. WESTREICH  
FRANCIS P. BARRON  
RICHARD W. CLARY  
WILLIAM P. ROGERS, JR.  
JAMES D. COOPER  
STEPHEN L. GORDON  
ROBERT A. KINDLER  
DANIEL L. MOSLEY  
GREGORY M. SHAW  
PETER S. WILSON  
JAMES C. VARDELL, III  
ROBERT H. BARON  
KEVIN J. GREHAN  
W. CLAYTON JOHNSON  
STEPHEN S. MADSEN

WORLDWIDE PLAZA  
825 EIGHTH AVENUE  
NEW YORK, N. Y. 10019

TELEPHONE: (212) 474-1000  
FACSIMILE: (212) 474-3700

WRITER'S DIRECT DIAL NUMBER INTERSTATE COMMERCE COMMISSION

474-1486

RECORDATION NO

DEC 21 1989 - 2 35 PM

9-355A035

33 KING WILLIAM STREET  
LONDON EC4R 9DU ENGLAND  
TELEPHONE: 1-606-1421  
FACSIMILE: 1-660-1150

\$15.00 filing fee

December 19, 1989

Lease Agreement Termination (Partial)  
effective as of December 15, 1989 with respect  
to a Lease Agreement  
Filed Under Recordation Number 16342

Dear Ms. McGee:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Burlington Northern Railroad Company for filing and recordation counterparts of the following document:

Lease Agreement Termination (Partial) effective as of December 15, 1989, between Burlington Northern Railroad Company and General Motors Corporation (Electro-Motive Division).

The Lease Agreement Termination (Partial) relinquishes all and any interest to the equipment described in and subject to the Lease Agreement dated as of March 28, 1989, which we have been advised was filed and recorded with the Interstate Commerce Commission on May 17, 1989, at 10:15 a.m., Recordation No. 16342.

Please file and record the Lease Agreement Termination (Partial) submitted with this letter and assign it Recordation Number 16342-B.

Think  
this will  
be 16342-B  
but check to be sure

*Please enter in LCC index:*  
*"FINAL TERMINATION OF LEASE"*

Enclosed is a check for \$15 payable to the Interstate Commerce Commission for the recordation fee for the Lease Agreement Termination (<sup>FINAL</sup>Partial).

Also enclosed is a true copy affidavit. Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as agent for  
Burlington Northern Railroad  
Company

Noreta R. McGee, Secretary,  
Interstate Commerce Commission,  
Washington, D.C. 20423

Encls.

BB

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/21/89

OFFICE OF THE SECRETARY

Laurance V. Goodrich  
Cravath, Swaine & Moore  
Worldwide Plaza  
825 Eighth Avenue  
New York, N.Y. 10019

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/21/89 at 2:35pm and assigned recordation number(s). 16342-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 16342-B FILED 1425

LEASE AGREEMENT TERMINATION  
(FINAL)

DEC 21 1989 -2 35 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated March 28, 1989, ("Lease") between Burlington Northern Railroad Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 2755, 2757, 2758, 2925, 2926, 2927, 2928, 2929, 2930, 2931, 2932, 2933, 2934, 3550, 3551, 3552, 3553, 3554, and 3555 (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed a Lease Agreement, dated March 28, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on May 17, 1989 at 10:15 a.m. Recordation No. 16342.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective December 15, 1989 with respect to the Terminated Equipment.

2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.

3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

Attest:

BJ Ryan

BURLINGTON NORTHERN RAILROAD COMPANY

By:

Joseph L. Galassi

Title:

Executive Vice President Operations

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

Attest:

John W. Jarrell

By:

John W. Jarrell

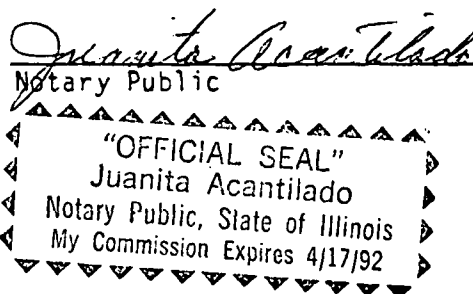
Title: Vice President & General Manager

State of Illinois )  
County of Cook ) ss.

On this 13 day of December, 1989, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & Gen. Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

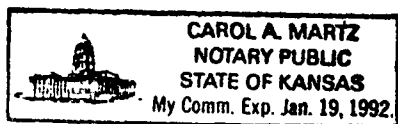
My commission expires:

April 17, 1992



State of Kansas )  
County of Johnson ) ss.

On this 19th day of December, 1989, before me personally appeared JR Galassi, to me personally known, who, being by me duly sworn, did say that he is a Executive Vice President of Burlington Northern Railroad, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



My commission expires:

1-19-92

Carol A. Martz  
Notary Public

**Schedule 1**

2755  
2757  
2758  
2925  
2926  
2927  
2928  
2929  
2930  
2931  
2932  
2933  
2934  
3550  
3551  
3552  
3553  
3554  
3555